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STAMP & RETURN

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMI  
3060-058  
Page 1 of 1

(1) LOCKBOX # 358145		SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Woods & Aitken LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 2154 Wisconsin Ave., NW			
(5) STREET ADDRESS LINE NO. 2 Suite 200			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-944-9502		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0016412827			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Clarks Telecommunications Co.			
(14) STREET ADDRESS LINE NO. 1 106 W. Amity			
(15) STREET ADDRESS LINE NO. 2 PO Box 126			
(16) CITY Clarks		(17) STATE NE	(18) ZIP CODE 68628
(19) DAYTIME TELEPHONE NUMBER (include area code) 308-548-2251		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0003716323			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 2	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Thomas J. A. Norman</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>Thomas J. A. Norman</u> DATE <u>5/1/07</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____			

**WOODS & AITKEN**  
L • L • P

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**THOMAS J. MOORMAN**  
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E-Mail: [tmooorman@woodsaitkn.com](mailto:tmooorman@woodsaitkn.com)  
*Admitted to practice only in the District  
of Columbia*

May 1, 2007

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> SKEET, NW  
WASHINGTON, DC 20554

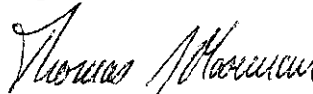
Re: In the Matter of Clarks Telecommunications Co., Clarks Telecom Long  
Distance, Clarks Telecom **Co.** and Northeast Nebraska Telephone Company  
Application for Authorization Pursuant to Section **214** of the  
Communications Act, **as** Amended, for Transfer of Control  
WC Docket No. \_\_\_\_\_

Dear Ms. Dortch

On behalf of Clarks Telecommunications Co., Clarks Telecom Long Distance, Clarks  
Telecom Co. and Northeast Nebraska Telephone Company, we attach herewith five copies of the  
above-referenced Application. The original and five (5) copies of this Application, along with  
the appropriate FCC Form **159** and application fee of \$965.00, are submitted this date to the  
Commission's depository agent, Mellon Bank, in Pittsburgh, Pennsylvania.

Please contact the undersigned should you have any questions or require additional  
information.

Respectfully submitted,



Thomas J. Moorman

Attachments

**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, DC 20554**

In the Matter of	)	
	)	
Clarks Telecommunications Co.,	)	
Clarks Telecom Long Distance,	)	
Clarks Telecom Co. and Northeast	)	WC Docket No. _____
Nebraska Telephone Company	)	
	)	
Application for Authorization Pursuant to	)	
Section 214 of the Communications Act of 1934,	)	
as Amended, for Transfer of Control	)	

**APPLICATION FOR TRANSFER OF CONTROL**

Clarks Telecommunications Co. ("CTC"), Clarks Telecom Long Distance ("CTLD"), Clarks Telecom Co. ("Clarks Telecom") and Northeast Nebraska Telephone Company ("Northeast") (collectively the "Applicants"), hereby submit ~~this~~ Application for Authority to Transfer Control ("Application") of CTC, CTLD and **Clarks** Telecom to Northeast. This Application is submitted in contemplation of ~~the~~ stock purchase by Northeast of all of the issued and outstanding stock of Clarks Telecom, of which CTC and CTLD are wholly-owned subsidiaries. Upon Commission approval of this Application, control of Clarks Telecom and its wholly-owned subsidiaries will transfer to Northeast. Prompt grant of this Application **will** allow the Applicants to take advantage of increased efficiencies that **are** attendant from broader-based rural operations while, at the same time, ensuring the continuation of Applicants' respective commitment to high quality, reasonably priced rural telecommunications services in Nebraska. Applicants respectfully submit that this request should be subject to ~~streamlined~~ review pursuant to Section 63.03 of the Commission's Rules.

**SECTION 63.04(a) INFORMATION**

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information in support of this requested transfer of control:

**(1) Applicants' Name, Address and Telephone Number**

**Clarks Telecommunications Co.**  
**Clarks Telecom Long Distance**  
**Clarks Telecom Co.**  
Cindy Bittinger  
Secretary-Treasurer  
106 W. **Amity**  
P.O. Box 126  
Clarks, Nebraska 68628

Telephone: (308) 548-2251  
Facsimile: (308) 548-2400

**Northeast Nebraska Telephone Company**  
Emory **Graffis**  
General Manager  
PO Box 66  
110 East Elk St.  
Jackson, Nebraska 68743

Telephone: (402) 632-4321  
Facsimile: (402) 632-4770

**(2) State of Organization**

CTC, CTLD and Clarks Telecom are each Nebraska corporations.

Northeast is a Nebraska corporation organized under the state's non-profit corporation statutes.

**(3) Contact Information**

All correspondence, notices and inquiries regarding this Application should be addressed to:

Cindy Bitteringer  
Secretary-Treasurer  
Clarks Telecom Co.  
106 W. Amity  
P.O. Box 126  
Clarks, Nebraska 68628

Telephone: (308) 548-2251  
Facsimile: (308) 548-2400

Emory Graffis  
General Manager  
Northeast Nebraska Telephone company  
PO Box 66  
110 East Elk St.  
Jackson, Nebraska 68743

Telephone: (402) 632-4321  
Facsimile: (402) 632-4770

Copies of all correspondence, notices, and inquiries should also be addressed to:

Thomas J. Moorman  
Woods & Aitken LLP  
2154 Wisconsin Avenue, NW, Suite 200  
Washington, DC 20007  
Telephone: (202) 944-9502  
Facsimile: (202) 944-9501

(4) **Ten percent (10%) Equity Shareholders:**

**A. TRANSFERORS - CTC, CTLD AM) CLARKS TELECOM**

CTC is an incumbent local exchange carrier ("ILEC") operating approximately 900 access lines in the towns of Clarks, Ulysses and Staplehurst, Nebraska. *See* Attachment A. CTLD is a resale interexchange carrier ("IXC") providing resold long distance in the service area of CTC. CTC and CTLD are wholly-owned subsidiaries of Clarks Telecom.

Clarks Telecom ~~is~~ a holding company operating in the State of Nebraska. The owners **of** Ten Percent (10%) or more of the equity of Clarks Telecom **are** as follows:

<u>Name</u>	<u>Equity</u>	<u>Citizenship</u>
Timothy D. Bittinger Trust	50% of Class A voting stock and 46.05% of Class B non-voting stock	USA
Cynthia L. Bittinger Trust	50% of Class A voting stock and 46.05% of Class B non-voting stock	USA

The Timothy D. Bittinger ~~Trust~~ (“TDBT”) is established under the laws of Nebraska and is a revocable trust that holds the equity interests of Clarks Telecom as described above, together with other property. The trustees of the TDBT are Timothy D. Bittinger and Cynthia L. Bittinger. Each of these trustees is a United States citizen. The beneficiaries of the TDBT are all members of Timothy D. Bittinger’s immediate family or trusts for the benefit of such family members and ~~are~~ each United States citizens or ~~trusts~~ formed under Nebraska law for the benefit of such family members who are each United States citizens.

The Cynthia L. Bittinger Trust (“CLBT”) is established under the laws of Nebraska and is a revocable trust that holds the equity interests of Clarks Telecom as described above, together with ~~other~~ property. The trustee of the CLBT is Cynthia L. Bittinger. Such trustee is a United ~~States~~ citizen. The beneficiaries of the CLBT are all members of Cynthia L. Bittinger’s immediate family or trusts for the benefit of such family members and are each United States citizens or trusts formed under Nebraska law for the benefit of such family members who are each United States citizens.

#### **B. TRANSFEREES –NORTHEAST.**

Northeast is telephone cooperative operating in the 8 distinct geographic areas in the eastern portion of the State of Nebraska. *See* Attachment A. Northeast is an ILEC providing service to approximately 7,000 access lines in its services areas. As a cooperative, no

stockholder owns Ten Percent (10%) or more of Northeast's issued and outstanding stock.

Operational control of Northeast rests with its Board of Directors and its General Manager

(Emory Graffis). The individuals comprising the Board of Directors are as follows:

<u><b>Name</b></u>	<u><b>Title</b></u>	<u><b>Occupation</b></u>	<u><b>Citizenship</b></u>
David M. Armstrong	President and Director	Farming	USA
Marvin Domina	Vice President and Director	Retired Farmer	USA
Omer Hoffman	Second Vice President and Director	Retired Rancher	USA
John L. Knievel	Secretary and Director	Farming	<b>USA</b>
Dave Schutte	Treasurer and Director	Farming	USA
Tom Hruza	Director	Retired Farmer	USA
Tom Stranik	Director	Farming	USA
Jeff Hurrell	Director	Farming	USA
Lynn Moore	Director	Retired Utility Executive	USA

The address for each of these individuals is PO Box 66, 110 East Elk St., Jackson, Nebraska  
**68743.**

Northeast also has a wholly-owned subsidiary, CenCom, Inc. CenCom, Inc. provides resold IXC services in the areas served by Northeast under **the** name CenCom, Inc. d/b/a NNTC Long Distance ("NNTC LD").

**(5) Certification Pursuant to Rules 1.2001-1.2003**

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the Application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

**(6) Description of the Transaction**

Northeast and the shareholders of Clarks Telecom have entered into a Stock Purchase Agreement whereby Northeast will purchase all of the issued and outstanding stock of Clarks Telecom. Upon consummation of the transaction, Northeast plans to operate CTC and CTLD as separate, second tier wholly-owned subsidiaries of Clarks Telecom.

**(7) Geographic Description**

CTC is an ILEC providing local exchange and exchange access service to approximately 900 subscribers in the towns of Clarks, Ulysses and Staplehurst, Nebraska. See Attachment A. CTLD is a resale IXC reseller providing service to subscribers in the general area served by CTC.

Northeast is telephone cooperative operating in eight distinct geographic areas in the eastern portion of the State of Nebraska and serves approximately 7,000 access lines. See Attachment A. NNTC LD provides resold IXC services in the areas served by Northeast.

**(8) Streamlined Treatment**

**The Applicants request streamlined treatment for this Application which qualifies for streamlining under Sections 63.03 of the Commission's rules.**

The Application is entitled to a presumption of the applicability of the streamlined procedures pursuant to Sections 63.03(b)(2)(ii) and (iii). Upon consummation of the proposed transaction, Northeast, together with all of its affiliates, will have a less than 10% share of the interstate, interexchange market. With respect to Section 63.03(b)(2)(ii), CTLD provides non-



dominant carrier services exclusively outside the geographic area where Northeast (the ILEC) is dominant and NNTC LD provides non-dominant carrier services exclusively outside the geographic area where CTC (the ILEC) is dominant. With respect to Section 63.03(b)(2)(iii), CTC and Northeast, each an independent telephone company and a rural telephone company (as that term is defined under the Communications Act of 1934, as amended), have individually and collectively fewer ~~than~~ two (2) percent of the nation's subscriber lines and there are no overlapping or adjacent service areas. *See* Attachment A. There are no requests *for* waivers associated with this Application.

**(9) Other Related Applications Before the Commission**

None. CTLD and NNTC LD do not provide international interexchange service.

**(10) Statement ~~of~~ Imminent Business Failure**

Not applicable.

**(11) Separately Filed Waiver Requests**

None

**(12) Public Interest Statement**

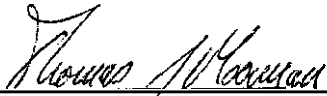
Prompt grant of this Application will allow the Applicants to take advantage of increased efficiencies that are attendant from broader-based rural operations while, at the same time, ensuring the continuation of Applicants' respective commitment to high quality, reasonably priced rural telecommunications services in Nebraska. Accordingly, the Applicants respectfully submit that the public interest would be served by a grant of this requested transfer of control.

**CONCLUSION**

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

Respectfully Submitted,

**Clarks Telecommunications Co.  
Clarks Telecom Long Distance  
Clarks Telecom Co.  
Northeast Nebraska Telephone Company**

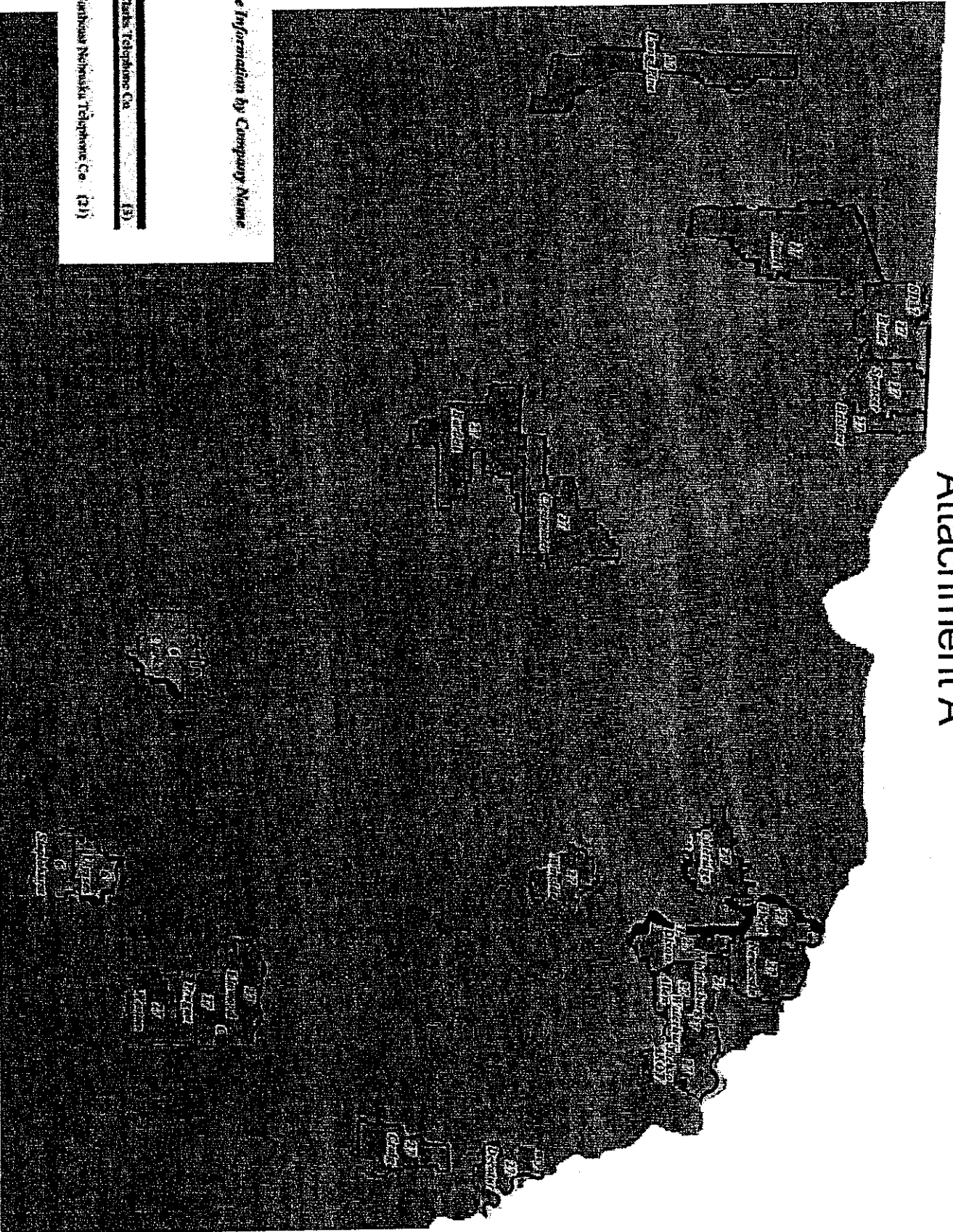
**By:** 

Thomas J. Moorman  
Woods & Aitken LLP  
2154 Wisconsin Avenue, NW, Suite 200  
Washington, DC 20007  
202/944-9500 (TEL)  
202/944-9501 (FAX)

Their Attorneys

May 1, 2007

# Attachment A



Exchange Information by Company Name

06 - Clarke Telephone Co (3)

27 - Northwestern Nebraska Telephone Co (21)

Eastern Portion of Nebraska

# DECLARATION

I, Cindy Bittinger, Secretary-Treasurer of Clerks Telecom Co. ("Clarks Telecom"), do hereby declare under penalties of perjury that I have read the foregoing Application, and the information contained therein regarding Clarks Telecom is true and accurate to the best of my knowledge, information, and belief.

Cindy L. Bittinger

Cindy Bittinger  
Secretary-Treasurer  
Clarks Telecom Co.  
106 W. Amity  
P.O. Box 126  
Clarks, Nebraska 68628

Date: 5-1-07

## DECLARATION

I, Emory Graffis, General Manager of Northeast Nebraska Telephone Company ("Northeast"), do hereby declare under penalties of perjury that I have read the foregoing Application, and the information contained therein regarding Northeast is true and accurate to the best of my knowledge, information, and belief.


Emory Graffis

Emory Graffis  
General Manager  
Northeast Nebraska Telephone Company  
PO Box 66  
110 East Elk St.  
Jackson, Nebraska 68743

Date: May 1, 2007

**CERTIFICATE OF SERVICE**

I, Thomas J. Moorman, of Woods & Aitken LLP, 2154 Wisconsin Avenue, N.W., Suite 200, Washington, DC 20007, do hereby certify that on this 1<sup>st</sup> day of May, 2007 of the foregoing "Application for Transfer of Control" was mailed, first class postage prepaid, to the following:

  
Thomas J. Moorman

The Honorable Dave Heineman  
Governor, State of Nebraska  
Lincoln Office/State Capitol  
Office of **the** Governor  
P.O. Box 94848  
Lincoln, NE 68509-4848

Department of Defense  
Assistant Secretary of Defense for C31  
1000 Defense Pentagon, Room 3E172  
Washington, DC 20301-1000

Department of State  
EB/CIP/SCA  
Room 4826  
2201 C Street, N.W.  
Washington, DC 20520

\* Competition Policy Division  
Wireline Competition Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. **20554**

\* Dennis Johnson  
Wireline Competition Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

\* via hand delivery